

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<b>In re:</b>  <b>CORE SCIENTIFIC, INC., et al.,</b>  <b>Debtors.<sup>1</sup></b>	§ § § § §	<b>Chapter 11</b>  <b>Case No. 22-90341 (DRJ)</b>  <b>(Jointly Administered)</b>
---	-----------------------	--

**JOINT STIPULATION AND AGREED ORDER**  
**(I) EXTENDING RESPONSE DEADLINE WITH RESPECT TO DEBTORS’**  
**OBJECTION TO PROOFS OF CLAIM NOS. 358 AND 359 FILED BY**  
**SPHERE 3D CORP. (II) SUSPENDING DISCOVERY PENDING FURTHER ORDER**  
[Relates to Docket Nos. 678, 711, 869]

This joint stipulation and agreed order (the “**Stipulation and Agreed Order**”) is made and entered into by and among (1) Core Scientific, Inc. and its debtor affiliates in the above-captioned chapter 11 cases, as debtors and debtors-in-possession (collectively, the “**Debtors**”), and (2) Sphere 3D Corp. (“**Sphere**” and together with the Debtors, the “**Parties**”). The Parties hereby stipulate and agree as follows:

**RECITALS**

WHEREAS, on December 21, 2022, the Debtors each commenced a voluntary case under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Texas (the “**Court**”);

WHEREAS, on March 13, 2023, Sphere filed a *Notice of Bankruptcy Rule 2004 Requests for Production of Documents from Core Scientific, Inc.* [Docket No. 678] (the “**Sphere’s Document Request**”), requesting documents from Debtors by no later than March 27, 2023;

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

WHEREAS, on March 20, 2023, the Debtors filed *Debtors' Motion to Quash Sphere 3D's Bankruptcy Rule 2004 Requests for Production of Documents* [Docket No. 711] (the “**Motion to Quash**”);

WHEREAS, on March 27, 2023, Sphere filed its Objection [Docket No. 729] to the Motion to Quash;

WHEREAS, on March 30, 2023, the Debtors filed a Reply in Further Support of the Motion to Quash [Docket No. 739];

WHEREAS, on April 13, 2023, Sphere filed a claim against Core Scientific, Inc. [Claim No. 358] and a claim against Core Scientific Operating Company [Claim No. 359] (Claim Nos. 358 and 359 together, the “**Claims**”);

WHEREAS, on May 9, 2023, the Debtors filed *Debtors' Objection to Proofs of Claim Nos. 358 and 359 Filed by Sphere 3D Corp.* [Docket No. 869] (“**Claim Objection**”), requiring a response by Sphere by no later than June 8, 2023 (the “**Claim Objection Response Deadline**”);

WHEREAS, on May 10, 2023, the Debtors served *Debtor Core Scientific Inc.'s First Request for Production of Documents from Sphere 3D Corp. in Connection with Sphere 3D Corp.'s Proofs of Claim Numbers 358 and 359* (“**Debtors' Document Request**”), requesting responses from Sphere by no later than June 9, 2023; and

WHEREAS, on May 15, 2022, the Debtors filed a Notice of Hearing [Docket No. 880] setting the Motion to Quash, among other matters, for hearing on May 22, 2023 at 1:30 p.m. (prevailing Central Time);

WHEREAS, on May 19, 2023, Debtors filed an Agenda [Docket No. 910] adjourning the Motion to Quash;

WHEREAS, the Parties conferred and desire to enter into this Stipulation to address the foregoing.

**NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, AND UPON APPROVAL BY THE COURT OF THIS STIPULATION AND AGREED ORDER, IT IS SO ORDERED** as follows:

1. By entry of this Stipulation and Agreed Order, Sphere hereby withdraws Sphere's Document Request without prejudice.

2. By entry of this Stipulation and Agreed Order, the Debtors hereby withdraw the Motion to Quash as moot.

3. Sphere reserves all its rights to request further discovery, including discovery related to plan confirmation. Debtors likewise reserve all rights to request further discovery from Sphere.

4. All discovery regarding the Claims and the Claim Objection is deferred and suspended until after a non-evidentiary scheduling conference with the Court to set relevant discovery and litigation deadlines and a trial date related to Sphere's Claims and Core's Claim Objection.

5. The Debtors and Sphere agree to suspend the deadline for Sphere's response to the Debtors' Document Request until after relevant discovery and litigation deadlines are set by further order of the Court following a non-evidentiary scheduling conference with the Court.

6. Sphere's deadline to file a response to the Claim Objection is extended through and including Monday, July 10, 2023.

7. Sphere's counsel and Debtors' counsel agree to confer on a proposed scheduling order for discovery, litigation schedule, and trial date on the Claim Objection to file and present to

the Court for consideration at a scheduling conference to be held after Sphere files its response to the Claim Objection.

8. Each person who executes this Stipulation represents that he or she is counsel for his or her respective client and is executing this Stipulation on behalf of and with the authority of his or her respective client.

9. Neither this Stipulation and Agreed Order nor any of its terms may be modified, altered, amended or waived, except in writing signed by the Parties hereto.

10. The Parties are authorized to take any and all actions reasonably necessary and appropriate to effectuate the relief granted pursuant to this Stipulation and Agreed Order.

11. This Stipulation and Agreed Order constitutes the entire agreement and supersedes all other prior agreements and understandings, both written and oral, between the Parties with respect to the subject matter hereof and, except as otherwise expressly provided herein, are not intended to confer upon any other person any rights or remedies hereunder.

12. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Stipulation and Agreed Order.

Signed: \_\_\_\_\_

\_\_\_\_\_  
DAVID R. JONES  
UNITED STATES BANKRUPTCY JUDGE

**AGREED TO: June 2, 2023**

/s/ Timothy A. ("Tad") Davidson II

Timothy A. ("Tad") Davidson II

TX Bar No. 24012503

Ashley L. Harper

TX Bar No. 24065272

**HUNTON ANDREWS KURTH LLP**

600 Travis Street, Suite 4200

Houston, Texas 77002

Telephone: (713) 220-4200

E-mail: taddavidson@HuntonAK.com  
ashleyharper@HuntonAK.com

- and -

Seth H. Lieberman (admitted *pro hac vice*)

Matthew W. Silverman (admitted *pro hac vice*)

**PRYOR CASHMAN LLP**

7 Times Square

New York, New York 10036

Telephone: (212) 421-4100

E-mail: slieberman@pryorcashman.com  
msilverman@pryorcashman.com

- and -

Tibor L. Nagy, Jr.

TX Bar No. 24041562

Gregory N. Wolfe (admitted *pro hac vice*)

Susan Hu (admitted *pro hac vice*)

**DONTZIN NAGY & FLEISSIG LLP**

980 Madison Avenue

New York, New York 10075

Telephone: (212) 717-2900

Email: tibor@dnflp.com  
greg@dnflp.com  
shu@dnflp.com

*Co-Counsel for Sphere 3D Corp.*

/s/ Alfredo R. Pérez (with permission)

**WEIL, GOTSHAL & MANGES LLP**

Alfredo R. Pérez (15776275)

Clifford W. Carlson

700 Louisiana Street, Suite 1700

Houston, Texas 77002

Telephone: (713) 546-5000

Facsimile: (713) 224-9511

Email: Alfredo.Perez@weil.com  
Clifford.Carlson@weil.com

-and-

**WEIL, GOTSHAL & MANGES LLP**

Ray C. Schrock (admitted *pro hac vice*)

Ronit J. Berkovich (admitted *pro hac vice*)

Theodore E. Tsekerides (admitted *pro hac vice*)

Christine A. Calabrese (admitted *pro hac vice*)

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

Email: Ray.Schrock@weil.com  
Ronit.Berkovich@weil.com  
Theodore.Tsekerides@weil.com  
Christine.Calabrese@weil.com

*Counsel for Debtors and  
Debtors in Possession*

**CERTIFICATE OF SERVICE**

I certify that on June 2, 2023, a true and correct copy of the foregoing document was served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas on those parties registered to receive electronic notices.

/s/ Timothy A. ("Tad") Davidson II  
Timothy A. ("Tad") Davidson II